

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

March 19, 2001

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001



Dear Mr. Williams:

Enclosed are two (2) originals of a Memorandum of Full Maintenance Lease Agreement dated February 25, 1998 which is intended to evidence that certain Full Maintenance Lease Agreement dated as of February 25, 1998 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Reed Minerals 1011 Mumma Road Wormleysburg, PA 17043

A short summary of the document to appear in the index follows:

Memorandum of Full Maintenance Lease Agreement dated February 25, 1998 between **Helm Financial Corporation** as Lessor and **Reed Minerals, a division of Harsco Corporation** as Lessee, covering thirty (30) railcars from within the series **HLMX 96167-97696 (ni)**.

Please file this memorandum as a primary document and return one (1) stamped original to my attention. A check covering the twenty-seven dollar (\$27.00) filing fee is enclosed.

Yours truly,

A handwritten signature in cursive script that reads "Alison Drain".

Alison Drain
Document Administrator

/ad
Enclosures (2)

sth/amend/rdm001.final ad/03/19/01

RECORDATION NO. 23434 FILED

MAR 29 '01 4-09 PM
TS
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of February 25, 1998 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of February 25, 1998 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and REED MINERALS, a division of HARSCO CORPORATION, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

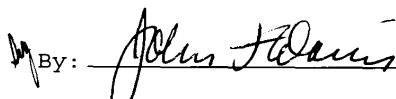
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR


LESSEE

HELM FINANCIAL CORPORATION

REED MINERALS, a division of HARSCO
CORPORATION

By: 
Print Name: John F. Dains

Its: President

By: 
Print Name: Brian H. Tucker

Its: Vice President & General Manager

RECORDATION NO. 23434 FILED

MAR 29 '01 4-09 PM

SURFACE TRANSPORTATION BOARD

SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Thirty (30), 4000 cubic foot, 100-ton, three pocket, roller bearing, covered hopper railcars equipped with trough hatches and gravity outlet gates; built by Magor in 1968 and 1967.

Unit Numbers:

1.	HLMX	96167
2.	HLMX	96296
3.	HLMX	96341
4.	HLMX	96390
5.	HLMX	96493
6.	HLMX	96572
7.	HLMX	96616
8.	HLMX	96686
9.	HLMX	96816
10.	HLMX	96876
11.	HLMX	96912
12.	HLMX	96942
13.	HLMX	97029
14.	HLMX	97056
15.	HLMX	97101
16.	HLMX	97124
17.	HLMX	97142
18.	HLMX	97185
19.	HLMX	97205
20.	HLMX	97297
21.	HLMX	97355
22.	HLMX	97360
23.	HLMX	97410
24.	HLMX	97449
25.	HLMX	97463
26.	HLMX	97491
27.	HLMX	97512
28.	HLMX	97637
29.	HLMX	97694
30.	HLMX	97696

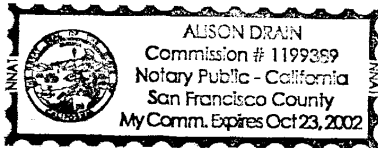
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On January 29th, 2001, before me, Alison Drain, personally
appeared John F. Dains, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

___ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

COMMONWEALTH
~~STATE OF~~ Pennsylvania)
) S.S.
COUNTY OF Cumberland)

On January 23, _____, 2001, before me, Debra L. Steele, personally
appeared Brian H. Tucker, Vice President & General Mgr. of **REED**
MINERALS, a division of HARSCO CORPORATION,

X personally known to me -OR-

___ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

Witness my hand and official seal.

Debra L. Steele
SIGNATURE OF THE NOTARY

[Notarial Seal]

